

# Exhibit D



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October 26, 2018

**VIA EMAIL AND FIRST-CLASS MAIL**

Brian C. Brook, Esq.  
Clinton Brook & Peed  
101 Hudson Street, Suite 2100  
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Re: *Daniel Kleeberg, Lisa Stein and Audrey Hays v. Lester Eber, et al.*  
Civ. Action No.: 16-cv-9517

Dear Brian:

This letter is in further response to the October 10, 2018 request of Audrey Hays to call a special meeting of the shareholders of Eber Bros. & Co., Inc. ("Eber Bros.").

The Secretary of Eber Bros. has advised me that she has reviewed Ms. Hays' request and has determined that it is deficient in a number of respects and cannot serve as a valid request for a special meeting.

First, Ms. Hays is not a shareholder of record of Eber Bros.

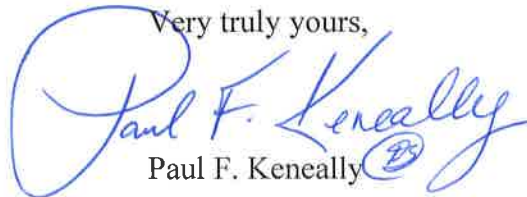
Second, even if Ms. Hays were a shareholder of record, she would not own one-third of the outstanding shares of Eber Bros. Her request purports to be made on behalf of Ms. Stein and Mr. Kleeberg as well, but the Secretary has not received any documentation from Ms. Stein and Mr. Kleeberg showing that Ms. Hays is authorized to make the request on their behalf.

Third, the purposes of the requested special meeting cited by Ms. Hays are, in each case, overly vague and do not specifically describe what shareholder action is intended to be proposed at a special meeting.



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Please note that Eber Bros. has no business operations and no assets other than the stock of Eber Bros. Wine and Liquor Corporation. Lester Eber and Wendy Eber are the directors of Eber Bros. The officers are Lester Eber, President, and Wendy Eber, Secretary. Also, please note that Eber Bros. does not have Directors and Officers insurance. As a result, if any of your clients were to become a director of Eber Bros., there would be no insurance coverage to protect your client from potential liability for any of their acts or omissions as a director.

Very truly yours,  
  
Paul F. Keneally

PFK/ddd

cc: Daryoush Behbood, Esq. *(via email)*  
Robert Calihan, Esq. *(via email)*  
Michael J. Adams, Esq. *(via email)*